

ARNOLD & PORTER KAYE SCHOLER LLP
250 West 55th Street
New York, New York 10019
Telephone: (212) 836-8000
Facsimile: (212) 836-8689

Special Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)
PURDUE PHARMA L.P., et al.,¹) Chapter 11
Debtors.) Case No. 19-23649 (RDD)
) (Jointly Administered)
)

**FORTY-SECOND MONTHLY FEE STATEMENT OF ARNOLD & PORTER
KAYE SCHOLER LLP FOR COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES AS SPECIAL COUNSEL FOR THE DEBTORS
FOR THE PERIOD FROM FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

Name of Applicant	Arnold & Porter Kaye Scholer LLP
Applicant's Role in Case	Special Counsel to the Debtors
Date Order of Employment Signed	December 20, 2019
Period for Which Compensation and Reimbursement is Sought	February 1, 2023 through February 28, 2023

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

Summary of Total Fees and Expenses Requested

Total Compensation Incurred	\$128,677.67 ²
Less 20% Holdback	\$25,735.53
Total Reimbursement Requested	\$512.00
Total Compensation and Reimbursement Requested in this Statement	\$103,454.14

This is a(n): Monthly Application Interim Application Final Application

Pursuant to sections 327, 330, and 331 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), the *Order Authorizing the Retention and Employment of Arnold & Porter Kaye Scholer LLP as Special Counsel for the Debtors Nunc Pro Tunc to the Petition Date*, dated December 20, 2019 [Docket No. 691] (the “**Retention Order**”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “**Interim Compensation Order**”), Arnold & Porter Kaye Scholer LLP (“**Arnold & Porter**”), special counsel to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this *Monthly Statement of Services Rendered and Expenses Incurred for the Period from February 1, 2023 through February 28, 2023* (this

² This amount reflects a reduction in fees in the amount of \$22,707.83 on account of voluntary discounts on fees as described in the Application of Debtors for Authority to Retain and Employ Arnold & Porter Kaye Scholer LLP as Special Counsel to the Debtors *Nunc Pro Tunc* to the Petition Date [Docket No. 593] (the “**Retention Application**”).

“Fee Statement”).³ By this Fee Statement, Arnold & Porter seeks (i) compensation in the amount of \$102,942.14 which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Arnold & Porter incurred in connection with such services during the Fee Period (*i.e.*, \$128,677.67) and (ii) payment of \$512.00 for the actual, necessary expenses that Arnold & Porter incurred in connection with such services during the Fee Period.

Itemization of Services Rendered and Disbursements Incurred

1. Attached hereto as **Exhibit A** is a chart of the number of hours expended and fees incurred (on an aggregate basis) by Arnold & Porter partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the project categories Arnold & Porter established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Arnold & Porter incurred \$128,677.67 in fees during the Fee Period. Pursuant to this Fee Statement, Arnold & Porter seeks reimbursement for 80% of such fees, totaling \$102,942.14.

2. Attached hereto as **Exhibit B** is a chart of Arnold & Porter professionals and paraprofessionals, including the standard hourly rate for each attorney and paraprofessional who rendered services to the Debtors in connection with these chapter 11 cases during the Fee Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. The blended hourly billing rate of attorneys for all services provided during the Fee Period is 940.61.⁴ The blended hourly billing rate of all paraprofessionals is 365.31.⁵

³ The period from February 1, 2023, through and including February 28, 2023, is referred to herein as the “Fee Period.”

⁴ This blended hourly rate is for all Arnold & Porter attorney timekeepers who provided services during the Fee Period and takes into account the voluntary discount.

⁵ This blended rate is for all Arnold & Porter paraprofessionals who provided services during the Fee Period and takes into account the voluntary discount.

3. Attached hereto as **Exhibit C** is a chart of expenses that Arnold & Porter incurred or disbursed in the amount of \$512.00 in connection with providing professional services to the Debtors during the Fee Period.

4. Attached hereto as **Exhibit D** are the time records of Arnold & Porter for the Fee Period organized by project category with a daily time log describing the time spent by each attorney and other professional during the Fee Period.

Notice

5. Arnold & Porter will provide notice of this Fee Statement in accordance with the Interim Compensation Order. Arnold & Porter submits that no other or further notice be given.

[Remainder of Page Left Blank Intentionally]

WHEREFORE, Arnold & Porter, in connection with services rendered on behalf of the Debtors, respectfully requests (i) compensation in the amount of \$102,942.14, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services that Arnold & Porter incurred in connection with such services during the Fee Period (*i.e.*, \$128,677.67) and (ii) payment of \$512.00 for the actual, necessary expenses that Arnold & Porter incurred in connection with such services during the Fee Period.

Dated:

March 22, 2023

Respectfully submitted,

By: /s/ Rory Greiss

ARNOLD & PORTER KAYE SCHOLER LLP
Rory Greiss
250 West 55th Street
New York, New York 10019
rory.greiss@arnoldporter.com

-AND-

Rosa J. Evergreen
601 Massachusetts Ave, NW
Washington, DC 2001-3743
rosa.evergreen@arnoldporter.com

Special Counsel to the Debtors

Exhibit A

Fees by Project Category

Project Category	Total Hours	Total Fees
Commercial Contracts Advice	2.80	\$3,034.50
Retention and Fee Applications	36.40	\$19,581.45
Government Contracts	19.20	\$19,954.60
Project Falcon	27.50	\$19,401.25
General Contracts Advice	2.10	\$2,249.10
Transactions	65.50	\$64,456.77
Total¹	153.50	\$128,677.67

¹ This amount reflects a reduction in fees in the amount of \$22,707.83 on account of voluntary discounts as described in the Retention Application.

Exhibit B

Professional and Paraprofessional Fees

Name of Professional Person	Position of the Applicant	Year of Obtaining License to Practice (if Applicable)	Hourly Billing Rate	Total Billed Hours	Total Compensation
Evergreen, Rosa J.	Partner	2005	1,200.00	5.90	\$7,080.00
Kracov, Daniel	Partner	1995	1,385.00	0.30	\$415.50
Lindquist, Elizabeth F.	Partner	2010	1,230.00	18.70	\$23,001.00
Rothman, Eric	Partner	2008	1,110.00	2.40	\$2,664.00
Greiss, Rory	Sr. Counsel	1981	1,320.00	52.50	\$69,300.00
Ju, Esther	Associate	2021	755.00	16.60	\$12,533.00
Krantz, Alexa D.	Associate	2021	755.00	1.80	\$1,359.00
Pettit, Thomas A.	Associate	2017	950.00	0.50	\$475.00
Sullivan, Sam	Associate	2020	830.00	27.50	\$22,825.00
Reddix, Darrell	Legal Assistant		435.00	26.80	\$11,658.00
Champagne, Louis	Docket Clerk		150.00	0.50	\$75.00
Total				153.50	\$151,385.50
Less 15% Discount					(\$22,707.83)
Discounted Total					\$128,677.67
Less 20% Holdback					(\$25,735.53)
Total Amount Requested Herein					\$102,942.14

Exhibit C

Summary of Actual and Necessary Expenses

Expense Category	Total Expenses
eData: No Access Storage	\$512.00
Total Expenses	\$512.00

Exhibit D

Detailed Time Records and Expenses

Arnold & Porter

Purdue Pharma L.P.
Attn: Maria Barton
General Counsel
One Stamford Forum
Stamford, CT 06901

March 20, 2023
Invoice # 30154475
EIN 53-0208605

Client/Matter # 1049218.00117

Commercial Contracts Advice

20170001233

For Legal Services Rendered through February 28, 2023	\$	3,570.00
Discount:		<u>-535.50</u>
Fee Total		3,034.50
Total Amount Due	\$	<u>3,034.50</u>

Wire Transfer Instructions:

Account Name:	Arnold & Porter Kaye Scholer LLP
Bank Info:	Wells Fargo Bank NA 420 Montgomery Street San Francisco, CA 94104
Account Number:	4127865475
ABA Number:	121000248 (ACH and wires)
Swift Code:	WFBUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 719451
Philadelphia, PA 19171-9451

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March 20, 2023

Invoice # 30154475

(1049218.00117)**Commercial Contracts Advice****Legal Services:**

Name	Date	Hours	Narrative
Rory Greiss	02/17/23	0.70	Review, revise funding agreement (.4); correspondence with Purdue team re: same (.3).
Rory Greiss	02/22/23	0.40	Telephone conference with E. Rothman re: correspondence from Purdue team re: contract dispute.
Rory Greiss	02/23/23	0.50	Telephone conference with E. Rothman and Purdue team re: potential settlement framework for contract dispute.
Eric Rothman	02/23/23	0.60	Teleconference with Purdue and R. Greiss to discuss contract dispute matter.
Rory Greiss	02/28/23	0.60	Revise funding agreement (.5); correspondence with DPW re: same (.1).
Total Hours		2.80	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Eric Rothman	0.60	1,110.00	666.00
Rory Greiss	2.20	1,320.00	2,904.00
TOTAL	2.80		3,570.00

Total Current Amount Due **\$3,034.50**

Arnold & Porter

Purdue Pharma L.P.
Attn: Roxana Aleali
Associate General Counsel
One Stamford Forum
Stamford, CT 06901

March 20, 2023
Invoice # 30154478
EIN 53-0208605

Client/Matter # 1049218.00148

Retention and Fee Applications

20190002705

For Legal Services Rendered through February 28, 2023	\$ 23,037.00
Discount:	<u>-3,455.55</u>
Fee Total	19,581.45
Total Amount Due	\$ 19,581.45

Wire Transfer Instructions:

Account Name:	Arnold & Porter Kaye Scholer LLP
Bank Info:	Wells Fargo Bank NA 420 Montgomery Street San Francisco, CA 94104
Account Number:	4127865475
ABA Number:	121000248 (ACH and wires)
Swift Code:	WFBUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 719451
Philadelphia, PA 19171-9451

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March 20, 2023

Invoice # 30154478

(1049218.00148)**Retention and Fee Applications****Legal Services:**

Name	Date	Hours	Narrative
Rosa J. Evergreen	02/01/23	0.10	Correspond with R. Greiss re monthly application.
Rory Greiss	02/02/23	0.40	Review draft monthly statement for December (.3); correspondence with D. Reddix re: same (.1).
Rosa J. Evergreen	02/02/23	0.40	Review, comment on monthly statement (.3); correspond with D. Reddix re same (.1).
Rosa J. Evergreen	02/02/23	0.30	Review materials for quarterly application (.2); review D. Reddix correspondence re same (.1).
Darrell B. Reddix	02/02/23	2.70	Prepare December monthly fee report (2.3); file and serve same (.4).
Louis Champagne	02/02/23	0.50	Review and file document electronically with the USBC - SDNY Court.
Rory Greiss	02/07/23	0.90	Review January monthly statement.
Darrell B. Reddix	02/07/23	2.80	Draft Tenth Interim Fee report.
Rosa J. Evergreen	02/08/23	0.80	Correspond with D. Reddix re interim application (.1); review information for same (.6); correspond with R. Greiss re application (.1).
Darrell B. Reddix	02/08/23	4.90	Draft Tenth Interim Fee report.
Rosa J. Evergreen	02/09/23	1.30	Review interim application (.3); call with D. Reddix on same (.3); review and revise application (.4); correspond with D. Reddix re same (.3).
Darrell B. Reddix	02/09/23	4.10	Draft Tenth Interim Fee report (3.3); teleconference with R. Evergreen re same (.3); correspond with R. Evergreen re same (.5).
Rory Greiss	02/10/23	0.60	Review and comment on draft interim fee application.
Rosa J. Evergreen	02/10/23	0.50	Review and revise application (.2); correspond with D. Reddix re same (.2); review R. Greiss comments to interim application (.1).
Darrell B. Reddix	02/10/23	1.10	Draft Tenth Interim Fee report (1.0); correspond with R. Evergreen re same (.1).
Rosa J. Evergreen	02/11/23	0.50	Review and revise interim fee application (.4); correspond with D. Reddix and R. Greiss re same (.1).
Rory Greiss	02/13/23	0.50	Correspondence with D. Reddix and R. Evergreen re: updates to Interim Fee Application draft.
Rosa J. Evergreen	02/13/23	1.20	Correspond with D. Reddix re interim application (.2); review application (.3); call with D. Reddix re same (.6); call with R. Greiss re same (.1).
Darrell B. Reddix	02/13/23	4.60	Draft Tenth Interim Fee report (2.7); teleconference with R. Evergreen re same (.6); correspond with R. Evergreen and B. Buchholtz re same (1.3).
Rory Greiss	02/14/23	0.50	Finalize Interim Fee Application and clear for filing.
Rosa J. Evergreen	02/14/23	0.40	Review and revise fee application (.2); correspond with D. Reddix and R. Greiss re same (.2).
Darrell B. Reddix	02/14/23	1.90	Finalize Tenth Interim Fee report (1.3); file and serve same (.6).
Rory Greiss	02/16/23	0.30	Respond to D. Reddix's questions re: January narratives.
Rosa J. Evergreen	02/16/23	0.20	Review D. Reddix correspondence re January statement.
Darrell B. Reddix	02/16/23	4.30	Draft January monthly fee report.

March 20, 2023

Invoice # 30154478

Name	Date	Hours	Narrative
Rosa J. Evergreen	02/17/23	0.20	Correspond with D. Reddix and R. Greiss re January statement.
Darrell B. Reddix	02/17/23	0.40	Draft January monthly fee report.
Total Hours		36.40	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Rosa J. Evergreen	5.90	1,200.00	7,080.00
Rory Greiss	3.20	1,320.00	4,224.00
Louis Champagne	0.50	150.00	75.00
Darrell B. Reddix	26.80	435.00	11,658.00
TOTAL	36.40		23,037.00

Total Current Amount Due	\$19,581.45
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Arnold & Porter

Purdue Pharma L.P.
Attn: Roxana Aleali
Associate General Counsel
One Stamford Forum
Dept. VN: 1008442
Stamford, CT 06901-3431

March 20, 2023
Invoice # 30154476
EIN 53-0208605

Client/Matter # 1049218.00155

Government Contracts

20210003110

For Legal Services Rendered through February 28, 2023	23,476.00
Discount:	<u>-3,521.40</u>
Fee Total	19,954.60
Total Amount Due	\$ 19,954.60

Wire Transfer Instructions:

Account Name:	Arnold & Porter Kaye Scholer LLP
Bank Info:	Wells Fargo Bank NA
	420 Montgomery Street
	San Francisco, CA 94104
Account Number:	4127865475
ABA Number:	121000248 (ACH and wires)
Swift Code:	WFBUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 719451
Philadelphia, PA 19171-9451

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March 20, 2023

Invoice # 30154476

(1049218.00155)
Government Contracts

Legal Services:

Name	Date	Hours	Narrative
Elizabeth F. Lindquist	02/01/23	1.70	Draft communications to agency re: government contract issues (1.0); correspond with client team regarding communications to agency re: government contract issues (.4); review client team communications (.3).
Elizabeth F. Lindquist	02/02/23	0.30	Correspond with client team re: government contract issues.
Thomas A. Pettit	02/06/23	0.30	Teleconference with client regarding government contracting issues.
Elizabeth F. Lindquist	02/07/23	2.90	Review contract documents in preparation for client call (.6); participate in client team call (1.0); revise contract documents in follow-up to same (1.3).
Elizabeth F. Lindquist	02/09/23	2.20	Review, revise contract documents.
Elizabeth F. Lindquist	02/14/23	0.70	Review, analyze client team correspondence re: government contract issues.
Elizabeth F. Lindquist	02/15/23	1.00	Draft communication to government agency (.8); correspond with client team regarding same (.2).
Elizabeth F. Lindquist	02/17/23	0.80	Review, analyze client team emails related to government contracting matters.
Elizabeth F. Lindquist	02/20/23	1.00	Review contract documents in preparation for client call (.2); participate in client team call (.3); review client team correspondence (.5).
Thomas A. Pettit	02/20/23	0.20	Teleconference with client regarding government contracts issues.
Elizabeth F. Lindquist	02/21/23	0.60	Review, comment on draft documents (.5); correspond with client team regarding same (.1).
Elizabeth F. Lindquist	02/22/23	1.90	Review, comment on draft documents (1.7); correspond with client team regarding same (.2); further correspond with client team regarding government contracts (.6).
Elizabeth F. Lindquist	02/22/23	0.60	Correspond with client team regarding government contracts and pricing issues.
Elizabeth F. Lindquist	02/23/23	0.90	Prepare for calls with client team regarding government contracts and drug pricing matters.
Elizabeth F. Lindquist	02/24/23	1.70	Correspond with client team regarding government contracting and drug pricing issues (.5); prepare for calls with client team regarding government contracting and pricing issues (1.2).
Elizabeth F. Lindquist	02/27/23	1.20	Review contract documents in preparation for client call (.3); participate in client team call (.5); review client team communications (.4).
Elizabeth F. Lindquist	02/28/23	1.20	Review contract documents in preparation for client call (.4); participate in client team call (.5); review client team communications (.3).
Total Hours		19.20	

March 20, 2023

Invoice # 30154476

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Partner			
Elizabeth F. Lindquist	18.70	1,230.00	23,001.00
Subtotal:		18.70	23,001.00
Associate			
Thomas A. Pettit	0.50	950.00	475.00
Subtotal:		0.50	475.00
TOTAL	19.20		23,476.00
Total Current Amount Due			\$19,954.60

Arnold & Porter

Purdue Pharma L.P.
Attn: Rachel Kreppel
Associate General Counsel
One Stamford Forum
Stamford, CT 06901-3431

March 20, 2023
Invoice # 30154479
EIN 53-0208605

Client/Matter # 1049218.00157

Project Falcon

20210003133

For Legal Services Rendered through February 28, 2023 **22,825.00**

Discount: -3,423.75

Fee Total **19,401.25**

Disbursements Recorded through February 28, 2023

eData: No Access Storage 512.00

Disbursements Total **\$ 512.00**

Total Amount Due **\$ 19,913.25**

Wire Transfer Instructions:

Account Name: Arnold & Porter Kaye Scholer LLP

Bank Info: Wells Fargo Bank NA
420 Montgomery Street
San Francisco, CA 94104

Account Number: 4127865475

ABA Number: 121000248 (ACH and wires)

Swift Code: WFBIUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 719451
Philadelphia, PA 19171-9451

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March 20, 2023

Invoice # 30154479

(1049218.00157)**Project Falcon****Legal Services:**

Name	Date	Hours	Narrative
Sam Sullivan	02/01/23	0.30	Work with document vendor to create saved searches of documents for review.
Sam Sullivan	02/03/23	1.70	Review documents to prepare responses to agency (1.1); discuss responses to agency with B. Wootton and counsel for related party (.6).
Sam Sullivan	02/07/23	0.70	Coordinate meeting logistics with support staff (.4); review documents to prepare for meeting with agency (.3).
Sam Sullivan	02/08/23	1.70	Coordinate meeting logistics with support staff (.3); review documents to prepare for meeting with agency (1.4).
Sam Sullivan	02/09/23	1.20	Review documents to prepare for meeting with agency.
Sam Sullivan	02/10/23	0.20	Correspond with D. Feinstein and B. Wootton regarding meeting logistics.
Sam Sullivan	02/14/23	2.00	Review documents to prepare for meeting with agency.
Sam Sullivan	02/15/23	2.00	Review documents to prepare for meeting with agency.
Sam Sullivan	02/16/23	0.70	Review documents to prepare for meeting with agency.
Sam Sullivan	02/17/23	2.50	Review documents to prepare for meeting with agency.
Sam Sullivan	02/20/23	4.00	Review documents to prepare for meeting with agency.
Sam Sullivan	02/23/23	3.90	Review documents to prepare for meeting with agency.
Sam Sullivan	02/27/23	2.10	Review documents to prepare for meeting with agency.
Sam Sullivan	02/28/23	4.50	Review documents to prepare for meeting with agency.
Total Hours		27.50	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Associate			
Sam Sullivan	27.50	830.00	22,825.00
Subtotal:	27.50		22,825.00
TOTAL	27.50		22,825.00

Total Current Amount Due **\$19,913.25**

Arnold & Porter

Rhodes Pharmaceuticals L.P.
Attn: Roxana Aleali
498 Washington St.
Coventry, RI 02816

March 20, 2023
Invoice # 30154480
EIN 53-0208605

Client/Matter # 1051218.00004

General Contracts Advice
20220003291

For Legal Services Rendered through February 28, 2023	2,646.00
Discount:	<u>-396.90</u>
Fee Total	2,249.10
Total Amount Due	\$ 2,249.10

Wire Transfer Instructions:

Account Name: Arnold & Porter Kaye Scholer LLP
Bank Info: Wells Fargo Bank NA
420 Montgomery Street
San Francisco, CA 94104
Account Number: 4127865475
ABA Number: 121000248 (ACH and wires)
Swift Code: WFBILUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
P.O. Box 719451
Philadelphia, PA 19171-9451

Please include invoice number on all remittances

For billing inquiries or copies of invoices, please contact: Invoice@arnoldporter.com

March 20, 2023

Invoice # 30154480

(1051218.00004)
General Contracts Advice

Legal Services:

Name	Date	Hours	Narrative
Rory Greiss	02/01/23	0.30	Correspondence with Rhodes team re: contract dispute.
Rory Greiss	02/14/23	0.70	Review counterparty response to Rhodes letter on contract dispute (.5); Correspond with E. Rothman re same (.2).
Rory Greiss	02/21/23	0.50	Videoconference with Rhodes team and E. Rothman re: response letter from counterparty in contract dispute.
Eric Rothman	02/21/23	0.60	Teleconference with Rhodes team and R. Greiss to discuss contract dispute matter.
Total Hours		2.10	

Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Partner			
Eric Rothman	0.60	1,110.00	666.00
Subtotal:	0.60		666.00
Counsel			
Rory Greiss	1.50	1,320.00	1,980.00
Subtotal:	1.50		1,980.00
TOTAL	2.10		2,646.00

Total Current Amount Due **\$2,249.10**

Arnold & Porter

Rhodes Pharmaceuticals L.P.
Attn: Roxana Aleali
498 Washington St.
Coventry, RI 02816

March 20, 2023
Invoice # 30154481
EIN 53-0208605

Client/Matter # 1051218.00005

Transactions

20220003292

For Legal Services Rendered through February 28, 2023	75,831.50
Discount:	<u>-11,374.73</u>
Fee Total	64,456.77
Total Amount Due	\$ 64,456.77

Wire Transfer Instructions:

Account Name:	Arnold & Porter Kaye Scholer LLP
Bank Info:	Wells Fargo Bank NA
	420 Montgomery Street
	San Francisco, CA 94104
Account Number:	4127865475
ABA Number:	121000248 (ACH and wires)
Swift Code:	WFBILUS6S

Or Remit To: Arnold & Porter Kaye Scholer LLP
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Philadelphia, PA 19171-9451

Please include invoice number on all remittances

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March 20, 2023

Invoice # 30154481

(1051218.00005)**Transactions****Legal Services:**

Name	Date	Hours	Narrative
Rory Greiss	02/01/23	1.70	Revise amendment to license agreement and commercial supply terms (1.3); correspondence with Rhodes team re: sale agreement status and open points (.4).
Rory Greiss	02/02/23	2.40	Revise sale agreement in accordance with comments of Rhodes team (1.2); correspondence with Rhodes team and E. Ju re: preparation of slides for BOD presentation (.4); review comments re: supply agreement and revisions made by A. Krantz (.4); discuss revisions with A. Krantz (.4).
Alexa D. Krantz	02/02/23	0.80	Call with R. Greiss to discuss supply agreement (.3); revise supply agreement (.5).
Rory Greiss	02/03/23	2.00	Finalize latest draft of sale agreement to be sent to counterparty (1.1); correspondence with Rhodes team re: same (.3); review and comment on slides for BOD presentation prepared by E. Ju (.6).
Esther Ju	02/03/23	1.20	Draft asset sale terms summary slide deck.
Rory Greiss	02/06/23	2.50	Review correspondence from counterparty re: comments on sale agreement (.3); discuss issues raised with E. Rothman and D. Kracov (.6); draft proposed response and correspondence with Rhodes team re: same (1.0); revise response (.2); correspond with counterparty same (.1); correspondence with Rhodes team re: supply agreement (.3).
Rory Greiss	02/07/23	1.80	Draft additional language for sale agreement re: counterparty concerns (1.1); correspondence with Rhodes team re: new language (.4); revise commercial supply terms (.3).
Eric Rothman	02/07/23	1.20	Discuss competition related issues in asset sale with R. Greiss.
Esther Ju	02/07/23	0.50	Revise sale agreement (.3); revise Development and License agreement (.2).
Rory Greiss	02/08/23	3.60	Review tax comments on sale agreement (.6); videoconference with Rhodes team and DPW to discuss tax comments (.7); revise sale agreement (1.2); review revised version of supply agreement (.8); revise slides for BOD presentation (.3).
Esther Ju	02/08/23	1.60	Call with R. Greiss, Rhodes team, and DPW tax team to discuss tax comments to asset purchase agreement (.5); meet with R. Greiss to discuss tax comments to implement into asset purchase agreement (.3); call with R. Greiss to discuss final changes (.2); revise asset purchase agreement (.6).
Rory Greiss	02/09/23	2.70	Correspondence with Rhodes team re: status of final comments from counterparty and timing of BOD approval (.7); revise sale agreement (2.0).
Esther Ju	02/09/23	0.10	Revise asset purchase agreement to address Rory Greiss' comments.

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Name	Date	Hours	Narrative
Rory Greiss	02/10/23	3.40	Correspondence with Rhodes team and counterparty re: latest draft of sale agreement (.8); correspondence with Rhodes team re: Rhodes/counterparty call (.4); draft additional language for excluded assets provision (.9); videoconference with E. Ju to discuss revisions to be made in draft supply agreement (.4); review, comment on revised version of supply agreement prepared by E. Ju (.9).
Esther Ju	02/10/23	1.00	Meet with Rory Greiss to discuss and address Rhodes' comments to supply agreement (.4); revise supply agreement to incorporate changes discussed with Rory Greiss (.6).
Rory Greiss	02/13/23	1.60	Review correspondence re: tax review of sale agreement (.5); review correspondence re: supply agreement open points (.6); correspondence with Rhodes team re: commercial supply terms (.5).
Alexa D. Krantz	02/13/23	0.10	Review supply agreement for open items.
Rory Greiss	02/14/23	2.40	Call with Rhodes team and E. Ju re: commercial supply terms (.5); additional call with Rhodes team re: commercial supply terms (.7); revise terms for distribution to Rhodes team (.6); review correspondence from Rhodes team and counterparty re: open items on sale agreement (.6).
Esther Ju	02/14/23	0.50	Call with Rhodes team to discuss Amendment and Commercial Supply Terms (.5); discuss revisions to be made with Rory Greiss (.4); revise Amendment and Commercial Supply Terms (.8).
Rory Greiss	02/15/23	2.90	Review correspondence from Rhodes team (.3); review revised draft of sale agreement from counterparty (.9); correspondence with Rhodes team and E. Ju re: revisions and proposed responses (1.3); Analysis re questions from Rhodes team re: supply issues (.4).
Esther Ju	02/15/23	0.80	Draft email to Rhodes team summarizing redline changes to asset purchase agreement (.1); discuss counterparty redline changes to asset purchase agreement with Rory Greiss (.4); meet with Rory Greiss to discuss points from internal Rhodes team call and next steps for asset purchase agreement (.3).
Rory Greiss	02/16/23	2.10	Revise sale agreement (1.1); review revised draft (.6); review tax comments (.4).
Esther Ju	02/16/23	2.40	Discuss asset purchase agreement redline changes with Rory Greiss (.6); revise asset purchase agreement (.7); review David Polk tax comments (.6); draft cover email to Rhodes team accompanying draft of asset purchase agreement (.4); revise asset purchase agreement (.1).
Rory Greiss	02/17/23	1.60	Review manufacturing agreement in preparation for videoconference with Rhodes team re: supply issues (.4); participate in videoconference (.7); Correspondence with counterparty re: latest draft of sale agreement (.5).
Esther Ju	02/17/23	0.20	Call with Rory Greiss to discuss asset purchase agreement (.1); prepare and finalize redline and clean versions of asset purchase agreement (.1).
Rory Greiss	02/21/23	1.20	Review revised version of supply agreement (.4); correspondence with Rhodes team re: arrangements for video with counterparty on sale agreement (.8).

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Name	Date	Hours	Narrative
Esther Ju	02/21/23	0.60	Review correspondence sent from Rhodes team regarding counterparty comments to Master Commercial Supply Agreement (.3); prepare redline of Master Commercial Supply Agreement to send to Rhodes Team (.2); discuss recall language precedent with Rory Greiss (.1).
Rory Greiss	02/22/23	4.60	Videoconference with Rhodes and counterparty re: open points on sale agreement (.7); correspondence with Rhodes team re: exhibits and other items to be prepared (1.3); review revised agreement (1.0); further correspondence with Rhodes team (.8); review and comment on recall provisions for supply agreement (.8).
Esther Ju	02/22/23	5.40	Call with counterparty to discuss open items in asset purchase agreement (.7); prepare redline of latest draft of asset purchase agreement (.3); revise asset purchase agreement (1.3); draft form bill of sale for asset purchase agreement (.4); revise supply agreement (2.7).
Rory Greiss	02/23/23	2.50	Review, analyze sale agreement (.8); drafting responses in coordination with Rhodes team (1.3); review draft transfer letter and confer with D. Kracov re: same (.4).
Daniel Kracov	02/23/23	0.30	Correspond with R. Greiss regarding transfer issue.
Esther Ju	02/23/23	0.40	Review asset purchase agreement (.2); review redline prior to sending to counterparty (.1); draft cover email re: same (.1).
Rory Greiss	02/24/23	2.50	Revise sale agreement (1.4); correspondence with Rhodes team regarding schedules to agreement (1.1).
Esther Ju	02/24/23	1.20	Revise asset purchase agreement.
Rory Greiss	02/27/23	1.70	Revised sale agreement with E. Ju and Rhodes team.
Esther Ju	02/27/23	0.70	Prepare materials for APA signing.
Rory Greiss	02/28/23	2.40	Review, analyze supply agreement (.5); draft schedules for sale agreement (.8); correspondence with Rhodes team re: pharmacovigilance agreement and quality agreement preparation (.6); discuss preparation of termination agreement and manufacturer acknowledgment with E. Ju (.5).
Alexa D. Krantz	02/28/23	0.90	Revise supply agreement.
Total Hours		65.50	

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Legal Services-Attorney Summary

Timekeeper	Hours	Rate	Value
Partner			
Daniel Kracov	0.30	1,385.00	415.50
Eric Rothman	1.20	1,110.00	1,332.00
Subtotal:		1.50	1,747.50
Counsel			
Rory Greiss	45.60	1,320.00	60,192.00
Subtotal:		45.60	60,192.00
Associate			
Esther Ju	16.60	755.00	12,533.00
Alexa D. Krantz	1.80	755.00	1,359.00
Subtotal:		18.40	13,892.00
TOTAL	65.50		75,831.50
Total Current Amount Due			\$64,456.77